



CORPORATION SERVICE COMPANY

RECORDATION NO. 22802-C FILED

AUG 23 04

3-36 PM

SURFACE TRANSPORTATION BOARD

August 20, 2004

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RE: 128451-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 29, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **AG PROCESSING INC. A COOPERATIVE**  
12700 West Dodge Road, PO Box 2047 Omaha, NE 68103-2047

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **AG PROCESSING INC. A COOPERATIVE**, covering 15 rail cars with reporting marks and numbers -DBUX 300197 - DBUX 300216 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 22802 dated 03/13/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29<sup>th</sup> day of June, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and AG PROCESSING INC A COOPERATIVE, an Iowa corporation, with an address at 12700 West Dodge Road, P.O. Box 2047, Omaha, NE 68103-2047 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 20, 1999, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on March 13, 2000 as Recordation Number 22802.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

AG PROCESSING INC A COOPERATIVE

By: Terry J. Voss  
Name: TERRY J. VOSS  
Title: SENIOR VICE PRESIDENT  
RAIL TRANSPORTATION

**Schedule A**



Quantity  
15

Equipment Description  
28,000 through 31,000 gallon capacity  
tank cars, non coiled, non insulated

Reporting Marks and Numbers

**Ag Processing Inc**

CIT Rdr 4 - 15 short term ethanol tank cars

RENTAL FOR : Apr-04

INVOICE #: \_\_\_\_\_

	<u>CAR NUMBER</u>	<u>IN SERVICE DATE</u>	<u>RELEASE DATE</u>
1	DBUX 300197	13-Apr-04	
2	DBUX 300198	12-Apr-04	
3	DBUX 300200	13-Apr-04	
4	DBUX 300201	13-Apr-04	
5	DBUX 300202	13-Apr-04	
6	DBUX 300203	13-Apr-04	
7	DBUX 300204	13-Apr-04	
8	DBUX 300205	12-Apr-04	
9	DBUX 300206	13-Apr-04	
10	DBUX 300208	12-Apr-04	
11	DBUX 300209	13-Apr-04	
12	DBUX 300211	13-Apr-04	
13	DBUX 300214	12-Apr-04	
14	DBUX 300215	13-Apr-04	
15	DBUX 300216	13-Apr-04	
	<b>AVG DATE</b>	<b>12-Apr-04</b>	<b>#DIV/0!</b>